



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2010
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	(Current Period)	1137	(Prior Period)	NAIC Company Code	12193	Employer's ID Number	20-1052897
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []			
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]			
	Other []		Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004			
Statutory Home Office	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number)				(City, State and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400							
	Detroit, MI 48207				313-465-1519			
	(City, State and Zip Code)				(Area Code) (Telephone Number)			
Mail Address	1333 Gratiot, Ste 400				Detroit, MI 48207			
	(Street and Number or P.O. Box)				(City, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400							
	Detroit, MI 48207				313-465-1519			
	(City, State and Zip Code)				(Area Code) (Telephone Number) (Extension)			
Internet Web Site Address	www.omnicarehealthplan.com							
Statutory Statement Contact	Kenyata J. Rogers				313-465-1519			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com				313-465-1604			
	(E-Mail Address)				(Fax Number)			

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Shirley Ann Roquemore-Smith	Secretary

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Kenneth A. Burdick #	Tiawauna Lowe	Claudia Bjerre
Ernestine Romero	William R. Rooney		

State of Michigan.....
County of Wayne.....
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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller & Treasurer
Subscribed and sworn to before me this day of ,		a. Is this an original filing? Yes [X] No [] b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached
Rochelle D. Jenkins Notary Public December 25, 2011		 0

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. treasury securities	1,566,534	3.753	1,566,534	3.753
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies	0	0.000	0	0.000
1.22 Issued by U.S. government sponsored agencies	498,907	1.195	498,907	1.195
1.3 Non-U.S.government (including Canada, excluding mortgage-backed securities)	0	0.000	0	0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations	534,989	1.282	534,989	1.282
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	3,912,281	9.374	3,912,281	9.374
1.43 Revenue and assessment obligations	4,774,214	11.439	4,774,214	11.439
1.44 Industrial development and similar obligations	0	0.000	0	0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA	0	0.000	0	0.000
1.512 Issued or guaranteed by FNMA and FHLMC	643,104	1.541	643,104	1.541
1.513 All other	0	0.000	0	0.000
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	0	0.000	0	0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521	0	0.000	0	0.000
1.523 All other	1,441,342	3.453	1,441,342	3.453
2. Other debt and other fixed income securities (excluding short term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities).....	8,337,281	19.976	8,337,281	19.976
2.2 Unaffiliated non-U.S. securities (including Canada)	0	0.000	0	0.000
2.3 Affiliated securities	0	0.000	0	0.000
3. Equity interests:				
3.1 Investments in mutual funds	0	0.000	0	0.000
3.2 Preferred stocks:				
3.21 Affiliated	0	0.000	0	0.000
3.22 Unaffiliated	0	0.000	0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated	0	0.000	0	0.000
3.32 Unaffiliated	0	0.000	0	0.000
3.4 Other equity securities:				
3.41 Affiliated	0	0.000	0	0.000
3.42 Unaffiliated	0	0.000	0	0.000
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated	0	0.000	0	0.000
3.52 Unaffiliated	0	0.000	0	0.000
4. Mortgage loans:				
4.1 Construction and land development	0	0.000	0	0.000
4.2 Agricultural	0	0.000	0	0.000
4.3 Single family residential properties	0	0.000	0	0.000
4.4 Multifamily residential properties	0	0.000	0	0.000
4.5 Commercial loans	0	0.000	0	0.000
4.6 Mezzanine real estate loans	0	0.000	0	0.000
5. Real estate investments:				
5.1 Property occupied by company	0	0.000	0	0.000
5.2 Property held for production of income (including \$0 of property acquired in satisfaction of debt)	0	0.000	0	0.000
5.3 Property held for sale (including \$0 property acquired in satisfaction of debt)	0	0.000	0	0.000
6. Contract loans	0	0.000	0	0.000
7. Receivables for securities	0	0.000	0	0.000
8. Cash, cash equivalents and short-term investments	20,027,346	47.986	20,027,346	47.986
9. Other invested assets	0	0.000	0	0.000
10. Total invested assets	41,735,998	100.000	41,735,998	100.000

SCHEDULE A – VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year.....		0
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 6).....	0	
2.2	Additional investment made after acquisition (Part 2, Column 9).....	0	0
3.	Current year change in encumbrances:		
3.1	Totals, Part 1, Column 13.....	0	
3.2	Totals, Part 3, Column 11.....	0	0
4.	Total gain (loss) on disposals, Part 3, Column 18.....		0
5.	Deduct amounts received on disposals, Part 3, Column 15.....		0
6.	Total foreign exchange change in book/adjusted carrying value:		
6.1	Totals, Part 1, Column 15.....	0	
6.2	Totals, Part 3, Column 13.....	0	0
7.	Deduct current year's other than temporary impairment recognized:		
7.1	Totals, Part 1, Column 12.....	0	
7.2	Totals, Part 3, Column 10.....	0	0
8.	Deduct current year's depreciation:		
8.1	Totals, Part 1, Column 11.....	0	
8.2	Totals, Part 3, Column 9.....	0	0
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....		0
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10).....		0

NONE

SCHEDULE B – VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year.....		0
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 7).....	0	
2.2	Additional investment made after acquisition (Part 2, Column 8)	0	0
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 12.....	0	
3.2	Totals, Part 3, Column 11	0	0
4.	Accrual of discount.....		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 9	0	
5.2	Totals, Part 3, Column 8	0	0
6.	Total gain (loss) on disposals, Part 3, Column 18.....		0
7.	Deduct amounts received on disposals, Part 3, Column 15.....		0
8.	Deduct amortization of premium and mortgage interest points and commitment fees.....		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest:		
9.1	Totals, Part 1, Column 13	0	
9.2	Totals, Part 3, Column 13	0	0
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 11	0	
10.2	Totals, Part 3, Column 10	0	0
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....		0
12.	Total valuation allowance.....		
13.	Subtotal (Line 11 plus Line 12).....		0
14.	Deduct total nonadmitted amounts.....		
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14).....		0

NONE

SCHEDULE BA – VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year.....	0
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 8)	0
2.2	Additional investment made after acquisition (Part 2, Column 9)	0
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 16.....	0
3.2	Totals, Part 3, Column 12.....	0
4.	Accrual of discount.....	
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 13	0
5.2	Totals, Part 3, Column 9	0
6.	Total gain (loss) on disposals, Part 3, Column 19.....	0
7.	Deduct amounts received on disposals, Part 3, Column 16.....	0
8.	Deduct amortization of premium and depreciation.....	
9.	Total foreign exchange change in book/adjusted carrying value:	
9.1	Totals, Part 1, Column 17.....	0
9.2	Totals, Part 3, Column 14.....	0
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 15	0
10.2	Totals, Part 3, Column 11.....	0
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0
12.	Deduct total nonadmitted amounts.....	
13.	Statement value at end of current period (Line 11 minus Line 12)	0

NONE

SCHEDULE D – VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year.....	17,809,444
2.	Cost of bonds and stocks acquired, Part 3, Column 7.....	8,460,251
3.	Accrual of discount.....	20,866
4.	Unrealized valuation increase (decrease):	
4.1	Part 1, Column 12.....	0
4.2	Part 2, Section 1, Column 15.....	0
4.3	Part 2, Section 2, Column 13.....	0
4.4	Part 4, Column 11.....	0
5.	Total gain (loss) on disposals, Part 4, Column 19.....	46,341
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7.....	4,465,948
7.	Deduct amortization of premium.....	162,301
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1	Part 1, Column 15.....	0
8.2	Part 2, Section 1, Column 19.....	0
8.3	Part 2, Section 2, Column 16.....	0
8.4	Part 4, Column 15.....	0
9.	Deduct current year's other than temporary impairment recognized:	
9.1	Part 1, Column 14.....	0
9.2	Part 2, Section 1, Column 17.....	0
9.3	Part 2, Section 2, Column 14.....	0
9.4	Part 4, Column 13.....	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	21,708,653
11.	Deduct total nonadmitted amounts.....	0
12.	Statement value at end of current period (Line 10 minus Line 11)	21,708,653

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year					
Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States	2,065,442	2,113,400	2,072,329	2,050,000
	2. Canada	0	0	0	0
	3. Other Countries	0	0	0	0
	4. Totals	2,065,442	2,113,400	2,072,329	2,050,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	534,989	579,655	550,315	500,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	3,912,281	4,069,300	4,040,895	3,750,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	5,417,318	5,539,176	5,587,287	5,158,228
Industrial and Miscellaneous, Credit Tenant Loans and Hybrid Securities (unaffiliated)	8. United States	9,778,623	10,105,307	9,870,758	9,661,771
	9. Canada	0	0	0	0
	10. Other Countries	0	0	0	0
	11. Totals	9,778,623	10,105,307	9,870,758	9,661,771
Parent, Subsidiaries and Affiliates	12. Totals	0	0	0	0
	13. Total Bonds	21,708,653	22,406,838	22,121,584	21,119,999
PREFERRED STOCKS Industrial and Miscellaneous (unaffiliated)	14. United States	0	0	0	
	15. Canada	0	0	0	
	16. Other Countries	0	0	0	
	17. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals	0	0	0	
	19. Total Preferred Stocks	0	0	0	
COMMON STOCKS Industrial and Miscellaneous (unaffiliated)	20. United States	0	0	0	
	21. Canada	0	0	0	
	22. Other Countries	0	0	0	
	23. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals	0	0	0	
	25. Total Common Stocks	0	0	0	
	26. Total Stocks	0	0	0	
	27. Total Bonds and Stocks	21,708,653	22,406,838	22,121,584	

2010 OMNISCARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	0	2,065,442	0	0	0	2,065,442	4.6	1,572,871	3.9	2,065,442	0
1.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	0	2,065,442	0	0	0	2,065,442	4.6	1,572,871	3.9	2,065,442	0
2. All Other Governments											
2.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 Class 1	0	0	534,989	0	0	534,989	1.2	540,279	1.0	534,989	0
3.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals	0	0	534,989	0	0	534,989	1.2	540,279	1.0	534,989	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1	0	2,066,223	1,846,057	0	0	3,912,280	8.6	3,955,100	10.0	3,912,281	0
4.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	2,066,223	1,846,057	0	0	3,912,280	8.6	3,955,100	10.0	3,912,281	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1	716,506	2,119,497	2,026,637	29,538	920	4,893,098	10.8	5,675,773	13.9	4,893,099	0
5.2 Class 2	0	524,219	0	0	0	524,219	1.2	0	0.0	524,219	0
5.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	716,506	2,643,716	2,026,637	29,538	920	5,417,317	11.9	5,675,773	13.9	5,417,318	0

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 Class 1	24,401,429	8,508,649	546,270	.0	.0	33,456,348	73.7	29,044,002	71.0	33,456,349	.0
6.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	54,025	0.0	.0	.0
6.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	24,401,429	8,508,649	546,270	0	0	33,456,348	73.7	29,098,027	71.0	33,456,349	0
7. Credit Tenant Loans											
7.1 Class 1 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Hybrid Securities											
8.1 Class 1 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parent, Subsidiaries and Affiliates											
9.1 Class 1 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.2 Class 2 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.3 Class 3 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.4 Class 4 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.5 Class 5 .....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

2010 OMNICARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	(d) 25,117,935	14,759,811	4,953,953	29,538	920	44,862,157	98.8	XXX	XXX	44,862,160	0
10.2 Class 2	(d) 0	524,219	0	0	0	524,219	1.2	XXX	XXX	524,219	0
10.3 Class 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Class 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Class 6	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	25,117,935	15,284,030	4,953,953	29,538	920	45,386,376	100.0	XXX	XXX	45,386,379	0
10.8 Line 10.7 as a % of Col. 6	55.3	33.7	10.9	0.1	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Class 1	25,771,099	9,430,011	4,181,744	1,403,280	1,891	XXX	XXX	40,788,025	99.9	40,788,025	0
11.2 Class 2	0	54,025	0	0	0	XXX	XXX	54,025	0.1	54,025	0
11.3 Class 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Class 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.5 Class 5	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.6 Class 6	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.7 Totals	25,771,099	9,484,036	4,181,744	1,403,280	1,891	XXX	XXX	40,842,050	100.0	40,842,050	0
11.8 Line 11.7 as a % of Col. 8	63.1	23.2	10.2	3.4	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Class 1	25,117,936	14,759,811	4,953,953	29,538	920	44,862,158	98.8	40,788,025	99.9	44,862,158	XXX
12.2 Class 2	0	524,219	0	0	0	524,219	1.2	54,025	0.1	524,219	XXX
12.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.7 Totals	25,117,936	15,284,030	4,953,953	29,538	920	45,386,377	100.0	40,842,050	100.0	45,386,377	XXX
12.8 Line 12.7 as a % of Col. 6	55.3	33.7	10.9	0.1	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	55.3	33.7	10.9	0.1	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes \$ 0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ 0 current year, \$ 0 prior year of bonds with Z designations and \$ 0 current year, \$ 0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0 current year, \$ 0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 23,677,725 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

2010 OMNISCARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	.0	2,065,442	0	.0	.0	2,065,442	4.6	1,572,871	3.9	2,065,442	.0
1.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	0	2,065,442	0	0	0	2,065,442	4.6	1,572,871	3.9	2,065,442	0
2. All Other Governments											
2.1 Issuer Obligations	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
2.2 Single Class Mortgage-Backed/Asset-Backed Securities	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
2.3 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
2.4 Other	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
2.5 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
2.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations	.0	0	534,989	.0	.0	534,989	1.2	540,279	1.3	534,989	.0
3.2 Single Class Mortgage-Backed/Asset-Backed Securities	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
3.3 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
3.4 Other	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
3.5 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
3.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals	0	0	534,989	0	0	534,989	1.2	540,279	1.3	534,989	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations	.0	2,066,223	1,846,057	.0	.0	3,912,280	8.6	3,955,100	9.7	3,912,281	.0
4.2 Single Class Mortgage-Backed/Asset-Backed Securities	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
4.3 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
4.4 Other	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
4.5 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
4.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	2,066,223	1,846,057	0	0	3,912,280	8.6	3,955,100	9.7	3,912,281	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations	503,802	2,338,931	1,931,481	.0	.0	4,774,214	10.5	4,826,702	11.8	4,774,214	.0
5.2 Single Class Mortgage-Backed/Asset-Backed Securities	212,704	304,786	95,156	29,538	.920	643,104	1.4	849,071	2.1	643,104	.0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
5.3 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
5.4 Other	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
5.5 Defined	.0	0	0	.0	.0	.0	0.0	0	0.0	.0	.0
5.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	716,506	2,643,717	2,026,637	29,538	.920	5,417,318	11.9	5,675,773	13.9	5,417,318	0

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	23,928,597	7,540,139	546,270	0	0	32,015,006	70.5	26,573,689	65.1	32,015,007	0
6.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES:											
6.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Other	472,832	968,510	0	0	0	1,441,342	3.2	2,524,338	6.2	1,441,342	0
6.7 Totals	24,401,429	8,508,649	546,270	0	0	33,456,348	73.7	29,098,027	71.2	33,456,349	0
7. Credit Tenant Loans											
7.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0	0	0
7.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Hybrid Securities											
8.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES:											
8.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES:											
8.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
8.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parent, Subsidiaries and Affiliates											
9.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
9.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES:											
9.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total From Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	24,432,399	14,010,735	4,858,797	0	0	43,301,931	95.4	XXX	XXX	43,301,933	0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	212,704	304,786	95,156	29,538	920	643,104	1.4	XXX	XXX	643,104	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	472,832	968,510	0	0	0	1,441,342	3.2	XXX	XXX	1,441,342	0
10.7 Totals	25,117,935	15,284,031	4,953,953	29,538	920	45,386,377	100.0	XXX	XXX	45,386,379	0
10.8 Lines 10.7 as a % of Col. 6	55.3	33.7	10.9	0.1	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Issuer Obligations	24,539,258	7,525,190	4,048,912	1,355,282	0	XXX	XXX	37,468,642	91.7	37,468,642	0
11.2 Single Class Mortgage-Backed/Asset-Backed Securities	264,977	401,371	132,832	47,999	1,891	XXX	XXX	849,071	2.1	849,071	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.6 Other	966,864	1,557,474	0	0	0	XXX	XXX	2,524,338	6.2	2,524,338	0
11.7 Totals	25,771,099	9,484,036	4,181,744	1,403,280	1,891	XXX	XXX	40,842,050	100.0	40,842,050	0
11.8 Line 11.7 as a % of Col. 8	63.1	23.2	10.2	3.4	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	24,432,400	14,010,735	4,858,797	0	0	43,301,932	95.4	37,468,642	91.7	43,301,932	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities	212,704	304,786	95,156	29,538	920	643,104	1.4	849,071	2.1	643,104	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.6 Other	472,832	968,510	0	0	0	1,441,342	3.2	2,524,338	6.2	1,441,342	XXX
12.7 Totals	25,117,936	15,284,031	4,953,953	29,538	920	45,386,378	100.0	40,842,050	100.0	45,386,378	XXX
12.8 Line 12.7 as a % of Col. 6	55.3	33.7	10.9	0.1	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	55.3	33.7	10.9	0.1	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.4 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments					
	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets(a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	20,836,325	20,836,325	0	0	0
2. Cost of short-term investments acquired	249,056,769	249,056,769	0	0	0
3. Accrual of discount	0	0	0	0	0
4. Unrealized valuation increase (decrease)	0	0	0	0	0
5. Total gain (loss) on disposals	0	0	0	0	0
6. Deduct consideration received on disposals	248,326,685	248,326,685	0	0	0
7. Deduct amortization of premium	0	0	0	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0	0	0	0
9. Deduct current year's other than temporary impairment recognized	0	0	0	0	0
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	21,566,409	21,566,409	0	0	0
11. Deduct total nonadmitted amounts	0	0	0	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	21,566,409	21,566,409	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - Verification
NONE

Schedule DB - Part B - Verification
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part C - Section 2
NONE

Schedule DB - Verification
NONE

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)			
	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year.....	2,196,281	2,196,281	0
2. Cost of cash equivalents acquired.....	13,445,792	13,445,792	0
3. Accrual of discount.....	0	0	0
4. Unrealized valuation increase (decrease).....	0	0	0
5. Total gain (loss) on disposals.....	0	0	0
6. Deduct consideration received on disposals.....	13,530,758	13,530,758	0
7. Deduct amortization of premium.....	0	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,111,315	2,111,315	0
11. Deduct total nonadmitted amounts.....	0	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	2,111,315	2,111,315	0

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment

Schedule A - Part 1
NONE

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 1
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 1
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

2010 OMNICARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4 F o r e i g n	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code		Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Maturity
Bonds: U.S. Governments - Issuer Obligations																					
3133XX-YX-9...	FEDERAL HOME LOAN BANK				1	498,600	102.3310	511,655	500,000	498,907	0	307	0	0	1.875	1.960	JD	260	6,589	04/07/2010	06/21/2013
912828-EE-6...	US TREASURY N/B				1	525,041	110.7270	553,635	500,000	517,668	0	(3,472)	0	0	4.250	3.410	FA	8,026	21,250	10/29/2008	08/15/2015
912828-PH-7...	US TREASURY N/B	SD			1	1,048,688	99.8200	1,048,110	1,050,000	1,048,866	0	179	0	0	0.375	0.440	FA	1,338	0	09/24/2010	08/31/2012
0199999 - Bonds: U.S. Governments - Issuer Obligations						2,072,329	xxx	2,113,400	2,050,000	2,065,441	0	(2,986)	0	0	xxx	xxx	xxx	9,624	27,839	xxx	xxx
0399999 - Bonds: Subtotals - U.S. Governments						2,072,329	xxx	2,113,400	2,050,000	2,065,441	0	(2,986)	0	0	xxx	xxx	xxx	9,624	27,839	xxx	xxx
Bonds: U.S. States, Territories, Possessions (Direct and Guaranteed) - Issuer Obligations																					
70914P-AJ-1...	PENNSYLVANIA ST				1FE	550,315	115.9310	579,655	500,000	534,989	0	(5,291)	0	0	5.000	3.650	MN	4,167	25,000	12/14/2007	11/01/2016
1199999 - Bonds: U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations						550,315	xxx	579,655	500,000	534,989	0	(5,291)	0	0	xxx	xxx	xxx	4,167	25,000	xxx	xxx
1799999 - Bonds: U.S. States, Territories and Possessions (Direct and Guaranteed)						550,315	xxx	579,655	500,000	534,989	0	(5,291)	0	0	xxx	xxx	xxx	4,167	25,000	xxx	xxx
U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
059132-7C-8...	BALTIMORE CNTY MD			1	1FE	1,084,830	111.1760	1,111,760	1,000,000	1,063,057	0	(11,627)	0	0	5.000	3.960	FA	20,833	50,000	12/13/2007	02/01/2018
072104-EV-0...	BAY CITY MICH SCH DIST				1FE	263,788	104.9110	262,278	250,000	253,467	0	(2,487)	0	0	5.000	3.920	MN	2,083	12,500	07/24/2006	05/01/2012
138128-HS-5...	CANTON CHARTER TWP MICH			1	1FE	528,745	105.6930	528,465	500,000	520,436	0	(2,800)	0	0	5.000	4.240	AO	6,250	25,000	11/07/2007	04/01/2017
216876-HP-0...	COOPERSVILLE AREA MICH PUB SCH				1FE	536,730	109.8640	549,320	500,000	520,043	0	(5,551)	0	0	5.000	3.710	MN	4,167	25,000	11/13/2007	05/01/2014
251129-ZV-7...	DETROIT MICH CITY SCH DIST				1FE	540,200	106.1130	530,565	500,000	512,710	0	(9,158)	0	0	5.500	3.530	MN	4,583	27,500	11/15/2007	05/01/2020
314567-GB-8...	FENTON MICH AREA PUB SCHS			1	1FE	270,680	109.4810	273,703	250,000	262,564	0	(2,078)	0	0	5.000	3.940	MN	2,083	12,500	10/16/2006	05/01/2016
386028-HB-3...	GRAND LEDGE MICH PUB SCHS DIST				1FE	539,725	110.0970	550,485	500,000	524,447	0	(5,103)	0	0	5.000	3.760	MN	4,167	25,000	11/15/2007	05/01/2015
516228-MP-5...	LANSE CREUSE MICH PUB SCHS				1FE	276,198	105.0900	262,725	250,000	255,557	0	(4,015)	0	0	5.000	3.280	MN	2,083	12,500	06/09/2005	05/01/2012
1899999 - Bonds: U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations						4,040,896	xxx	4,069,301	3,750,000	3,912,281	0	(42,819)	0	0	xxx	xxx	xxx	46,249	190,000	xxx	xxx
2499999 - Bonds: Subtotals - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)						4,040,896	xxx	4,069,301	3,750,000	3,912,281	0	(42,819)	0	0	xxx	xxx	xxx	46,249	190,000	xxx	xxx
Bonds: U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations																					
251237-B7-7...	DETROIT MICH SEW DISP REV				1FE	1,153,380	104.3110	1,043,110	1,000,000	1,119,902	0	(11,862)	0	0	5.250	3.600	JJ	26,250	52,500	01/24/2008	07/01/2019
251237-Y6-4...	DETROIT MICH SEW DISP REV				1FE	535,615	109.9380	549,690	500,000	516,714	0	(6,280)	0	0	5.000	3.590	JJ	12,500	25,000	11/09/2007	07/01/2032
251255-36-8...	DETROIT MICH WTR SUPPLY SYS				2FE	543,355	106.5460	532,730	500,000	524,219	0	(6,359)	0	0	5.250	3.760	JJ	13,125	26,250	11/07/2007	07/01/2014
251255-V2-8...	DETROIT MICH WTR SUPPLY SYS				1FE	265,040	106.2450	265,613	250,000	255,943	0	(2,217)	0	0	5.000	3.990	JJ	6,250	12,500	07/27/2006	07/01/2013
516446-ES-6...	LANSING MICH SEW DISP SYS REV				1FE	272,928	101.4030	253,508	250,000	251,418	0	(4,176)	0	0	5.000	3.270	MN	2,083	12,500	06/14/2005	05/01/2011
59455T-AZ-5...	MICHIGAN MUN BD AUTH REV			1	1FE	277,425	111.2110	278,028	250,000	262,171	0	(2,981)	0	0	5.000	3.600	AO	3,125	12,500	06/10/2005	10/01/2014
594695-K4-9...	MICHIGAN ST TRUNK LINE				1FE	547,925	112.4260	562,130	500,000	533,278	0	(5,021)	0	0	5.000	3.720	MN	4,167	25,000	12/17/2007	11/01/2016
594700-BH-8...	MICHIGAN ST TRUNK LINE FD				1FE	287,360	113.1210	282,803	250,000	278,301	0	(2,297)	0	0	5.500	4.090	MN	2,292	13,750	10/12/2006	11/01/2020
606915-K5-4...	MISSOURI ST ENVIRONMENTAL IMPT				1FE	585,311	108.3120	617,378	570,000	581,090	0	(4,221)	0	0	5.000	3.970	JJ	14,250	14,250	03/09/2010	07/01/2023
606915-L5-3...	MISSOURI ST ENVIRONMENTAL IMPT			1	1FE	200,238	103.2270	201,293	195,000	198,794	0	(1,444)	0	0	5.000	3.970	JJ	4,875	4,875	03/09/2010	01/01/2013
958638-NL-8...	WESTERN MICH UNIV REVS				1FE	274,698	101.9640	254,910	250,000	252,384	0	(4,319)	0	0	5.000	3.200	JJ	5,764	12,500	06/09/2005	07/15/2011
2599999 - Bonds: U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations						4,943,275	xxx	4,841,193	4,515,000	4,774,214	0	(51,177)	0	0	xxx	xxx	xxx	94,681	211,625	xxx	xxx
Bonds: U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Single Class Mortgage-Backed/Asset-Backed Securities																					
3128K4-L2-9...	FG A43945			2	1	59,436	111.2230	64,666	58,141	59,345	0	(339)	0	0	6.500	5.550	MON	315	3,779	03/22/2006	06/01/2035
31297P-Z2-0...	FG A34361			2	1	126,673	107.3370	134,361	125,177	125,828	0	(336)	0	0	5.500	5.210	MON	574	6,885	05/06/2005	03/01/2034
31371M-GA-9...	FN 255893			2	1	98,000	107.5780	105,973	98,508	98,043	0	139	0	0	5.500	5.530	MON	452	5,418	12/08/2005	03/01/2025
31407A-P2-8...	FN 824940			2	1	93,843	107.5400	100,386	93,348	93,539	0	(113)	0	0	5.500	5.280	MON	428	5,134	08/03/2005	11/01/2034
31407H-3F-1...	FN 831598			2	1	96,156	110.0350	107,348	97,558	96,460	0	346	0	0	6.000	6.280	MON	488	5,854	07/13/2006	09/01/2035
31407T-JK-7...	FN 840066			2	1	115,157	109.1290	124,734	114,300	114,722	0	(109)	0	0	6.000	5.700	MON	572	6,858	11/02/2005	05/01/2035
31411V-G6-8...	FN 915599			2	1	54,747	107.6870	60,516	56,196	55,168	0	465	0	0	5.500	6.060	MON	258	3,091	06/01/2007	08/01/2036
2699999 - Bonds: U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Single Class Mortgage-Backed/Asset-Backed Securities						644,012	xxx	697,984	643,228	643,105	0	53	0	0	xxx	xxx	xxx	3,087	37,019	xxx	xxx
3199999 - Bonds: Subtotals - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies of Governments and Their Political Subdivisions						5,587,287	xxx	5,539,177	5,158,228	5,417,319	0	(51,124)	0	0	xxx	xxx	xxx	97,768	248,644	xxx	xxx
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																					

E10.1

E10.1

E10.1

E10.1

Schedule D - Part 2 - Section 1

NONE

Schedule D - Part 2 - Section 2

NONE

E13

E13

E13

E13

E14

E14

E14

E14

Schedule D - Part 5
NONE

Schedule D - Part 6 - Section 1
NONE

Schedule D - Part 6 - Section 2
NONE

E17

E17

E17

E17

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part A - Section 2
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part B - Section 2
NONE

Schedule DB - Part D
NONE

Schedule DL - Part 1
NONE

Schedule DL - Part 2
NONE

2010 OMNICARE ANNUAL STATEMENT OF THE OmniCare Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR							
1. January	(3, 123, 381)	4. April	(2, 873, 665)	7. July	(3, 085, 158)	10. October	(3, 347, 995)
2. February	(3, 058, 257)	5. May	(3, 103, 685)	8. August	(4, 017, 373)	11. November	(3, 545, 920)
3. March	(3, 021, 290)	6. June	(2, 339, 842)	9. September	(2, 848, 011)	12. December	(3, 650, 379)

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]

SCHEDULE E PART 3 - SPECIAL DEPOSITS

States, etc.	1 Type of Deposits	2 Purpose of Deposits	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA					
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA					
23. Michigan	MI	B HMO Contingency Reserve	1,048,866	1,048,110		
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH					
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH					
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. US Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CN					
58. Aggregate Other Alien	OT					
59. Total	XXX XXX	XXX XXX	0 1,048,866	0 1,048,110	0 0	0 0
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Sum of remaining write-ins for Line 58 from overflow page	XXX	XXX	0	0	0	0
5899. Totals (Lines 5801 - 5803 + 5898) (Line 58 above)	XXX	XXX	0	0	0	0

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